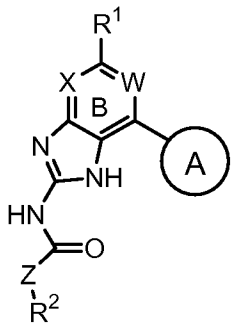
IN THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Previously presented) A compound of formula **I**:



I

or a pharmaceutically acceptable salt thereof, wherein:

W is selected from CH or CF;

X is selected from CH or CF;

Z is O or NH;

R^1 is phenyl or a 5-6 membered heteroaryl ring having 1-3 heteroatoms independently selected from oxygen, nitrogen, or sulfur, wherein:

R^1 is substituted with 0-3 groups independently selected from $-(T)_y$-Ar, R', oxo, C(O)R', CO_2R', OR', $N(R')_2$, SR', NO_2, halogen, CN, $C(O)N(R')_2$, NR'C(O)R', SO_2R', $SO_2N(R')_2$, or NR'SO_2R';

y is 0 or1;

T is a straight or branched C_{1-4} alkylidene chain, wherein one methylene unit of T is optionally replaced by -O-, -NH-, or -S-;

each R' is independently selected from hydrogen, C_{1-4} aliphatic, or a 5-6 membered saturated, unsaturated, or aryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein:

R' is substituted with 0-3 groups independently selected from halogen, oxo, R^o, $N(R^o)_2$, OR^o, CO_2R^o, $NR^oC(O)R^o$, $C(O)N(R^o)_2$, SO_2R^o, $SO_2N(R^o)_2$, or $NR^oSO_2R^o$, wherein:

each R^o is independently selected from hydrogen, C_{1-4} aliphatic, or a 5-6 membered

saturated, unsaturated, or aryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, and wherein:

two substituents on adjacent positions of R^1 may be taken together to form a 5-7 membered saturated, partially unsaturated, or aryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

Ar is a 3-8 membered saturated, unsaturated, or aryl ring, a 3-7 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6 membered heteroaryl ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, wherein:

Ar is substituted with 0-3 groups independently selected from R', oxo, CO_2R', OR', $N(R')_2$, SR', NO_2, halogen, CN, $C(O)N(R')_2$, NR'C(O)R', SO_2R', C(O)R', $SO_2N(R')_2$, or $NR'SO_2R'$;

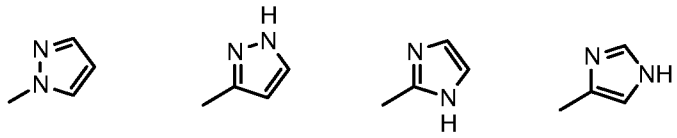
R^2 is selected from hydrogen or a C_{1-3} aliphatic group; and

Ring A is a 5-6 membered heteroaryl ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, provided that said ring has a hydrogen-bond acceptor in the position adjacent to the point of attachment to Ring B, wherein:

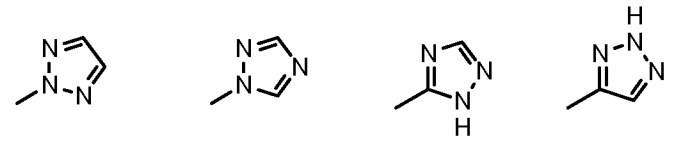
Ring A is substituted with 0-3 groups independently selected from R', oxo, CO_2R', OR', $N(R')_2$, SR', NO_2, halogen, CN, $C(O)N(R')_2$, NR'C(O)R', SO_2R', $SO_2N(R')_2$, or $NR'SO_2R'$, and wherein:

two substituents on adjacent positions of Ring A may be taken together to form a 5-7 membered saturated, partially unsaturated, or aryl ring having 0-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

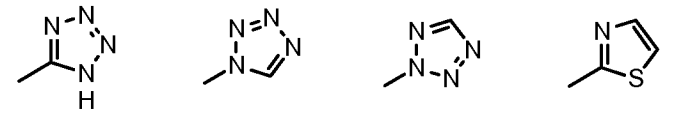
2. (Original) The compound according to claim 1, wherein Ring A is selected from the following optionally substituted rings:



a **b** **c** **d**



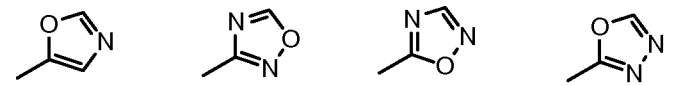
e **f** **g** **h**



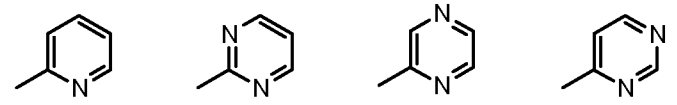
i **j** **k** **l**

m **n** **o** **p**

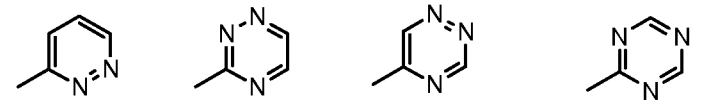
q **r** **s** **t**



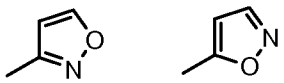
u **v** **w** **x**



y **z** **aa** **bb**

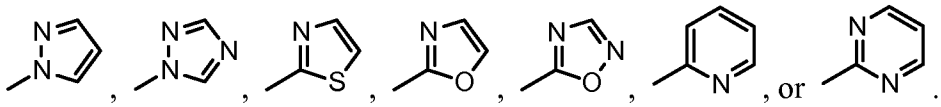


cc **dd** **ee** **ff**



gg or **hh**.

3. (Original) The compound according to claim 2, wherein Ring A is an optionally substituted ring selected from rings **a**, **f**, **l**, **s**, **w**, **y**, or **z**:



a , **f** , **l** , **s** , **w** , **y** , or **z** .

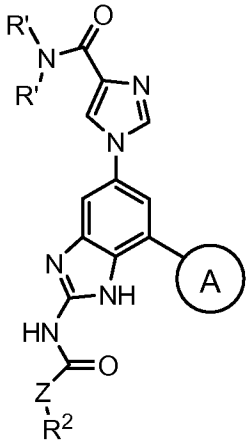
4. (Original) The compound according to claim 1, wherein:
R^1 is selected from an optionally substituted phenyl or 5-6 membered heteroaryl ring having 1-2 nitrogens.

5. (Original) The compound according to claim 4, wherein R^1 is an optionally substituted ring selected from pyrid-2-yl, pyrid-3-yl, pyrid-4-yl, pyrimidin-2-yl, pyrimidin-4-yl, pyrimidin-5-yl, pyrimidin-6-yl, imidazol-1-yl, imidazol-2-yl, imidazol-4-yl, or imidazol-5-yl.

6. (Original) The compound according to claim 5, wherein R^1 is substituted with 0-2 groups independently selected from halogen, oxo, R', CO_2R', OR', $N(R')_2$, SR', $C(O)N(R')_2$, NR'C(O)R', SO_2R', $SO_2N(R')_2$, or NR'SO_2R'.

7. (Original) The compound according to claim 6, wherein R^2 is selected from methyl, ethyl, isopropyl, or cyclopropyl.

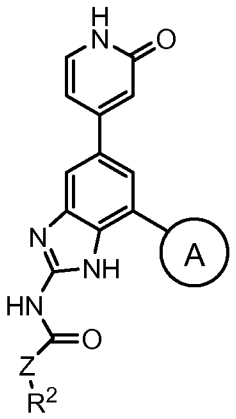
8. (Original) The compound according to claim 1, wherein said compound is of formula **II-a**:



II-a

or a pharmaceutically acceptable salt thereof.

9. (Original) The compound according to claim 1, wherein said compound is of formula **III**:

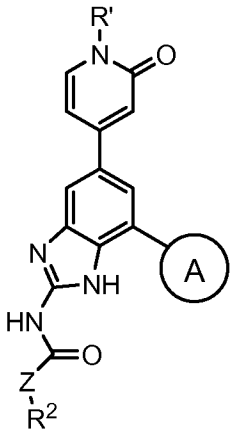


III

or a pharmaceutically acceptable salt thereof, wherein:

the pyridone ring depicted is substituted with 0-2 groups independently selected from halogen, oxo, R', CO_2R', OR', $N(R')_2$, SR', $C(O)N(R')_2$, NR'C(O)R', SO_2R', $SO_2N(R')_2$, or NR'SO_2R'.

10. (Original) The compound according to claim 9, wherein said compound is of formula **III-a**:



III-a

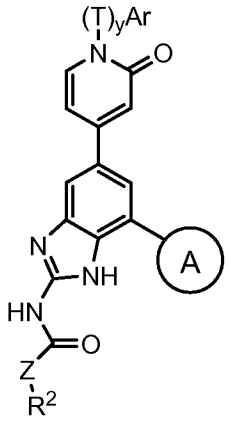
or a pharmaceutically acceptable salt thereof.

11. (Original) The compound according to claim 10, wherein:

R' is hydrogen or C_{1-4} aliphatic, and wherein:

R' is optionally substituted with phenyl or pyridyl.

12. (Original) The compound according to claim 1, wherein said compound is of formula **IV**:



IV

or a pharmaceutically acceptable salt thereof.

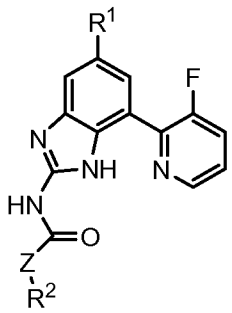
13. (Original) The compound according to claim 12, wherein Ar is an optionally substituted 5-6 membered saturated ring having 1-2 heteroatoms independently selected from oxygen, nitrogen, or sulfur.

14. (Original) The compound according to claim 12, wherein Ar is an optionally substituted 5-membered heteroaryl ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

15. (Original) The compound according to claim 12, wherein Ar is an optionally substituted 6-membered heteroaryl ring having 1-3 nitrogens.

16. (Original) The compound according to claim 12, wherein Ar is optionally substituted phenyl.

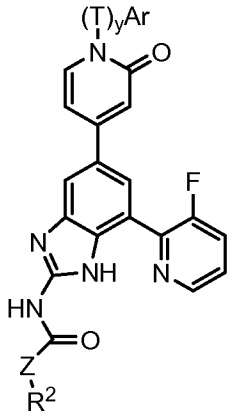
17. (Original) The compound according to claim 1, wherein said compound is of formula **V**:



V

or a pharmaceutically acceptable salt thereof.

18. (Original) The compound according to claim 17, wherein said compound is of formula **VI**:

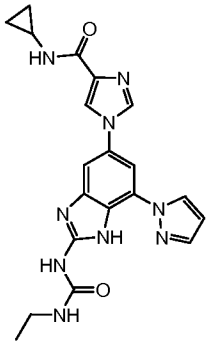


VI

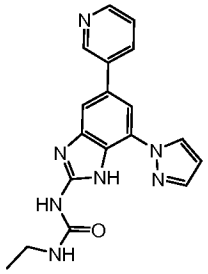
or a pharmaceutically acceptable salt thereof.

19. (Original) The compound according to any one of claims 8, 11, 12, or 17 wherein R^2 is ethyl.

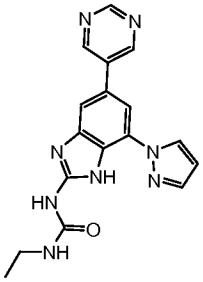
20. (Original) A compound selected from the group consisting of:



I-1



I-2



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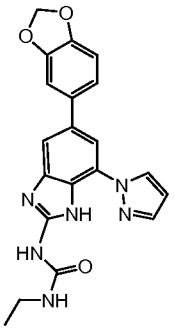

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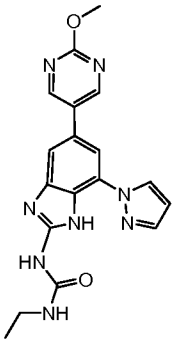
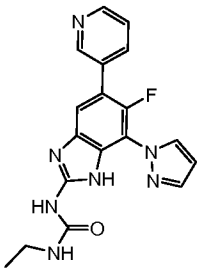


I-5



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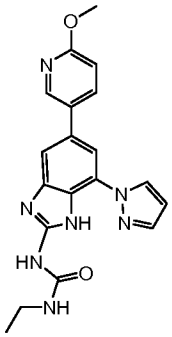

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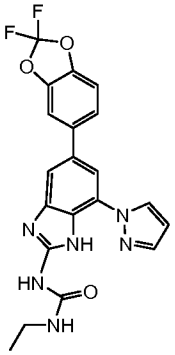

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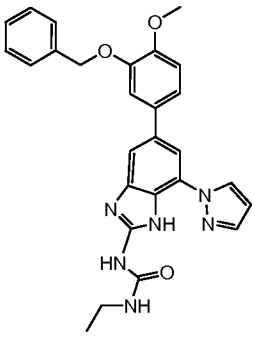

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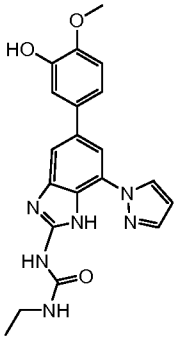

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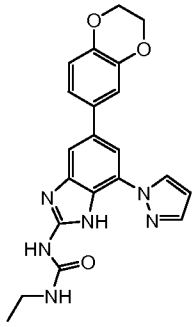

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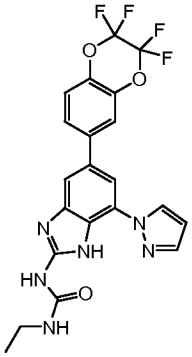

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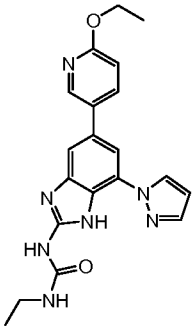

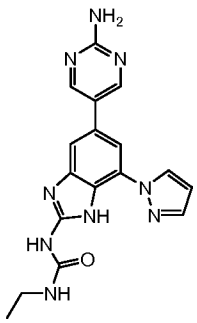

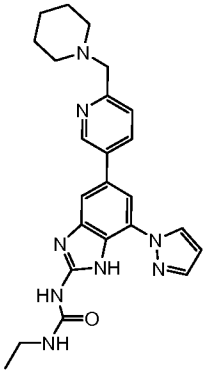

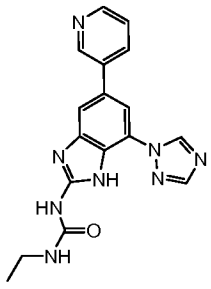

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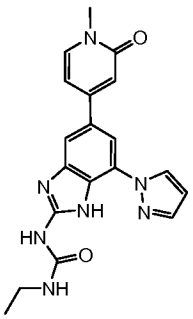

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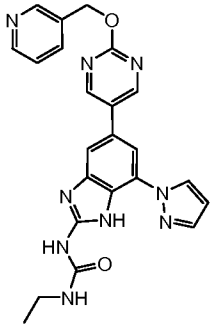

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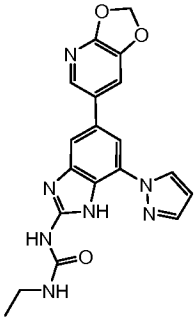

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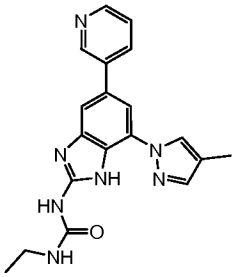

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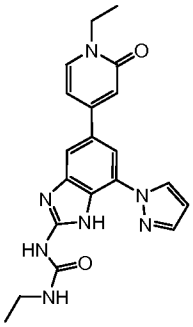

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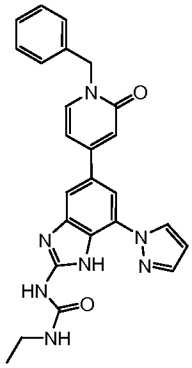

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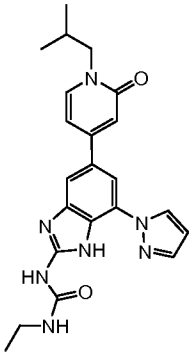

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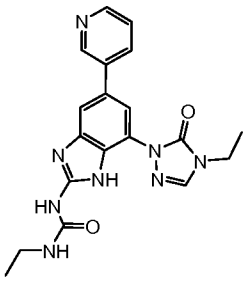

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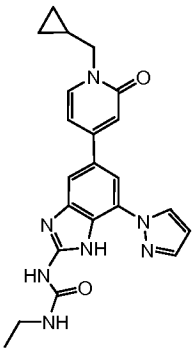

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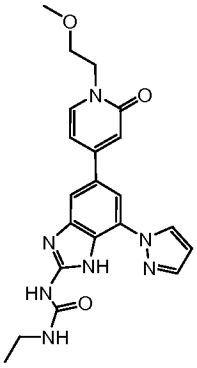

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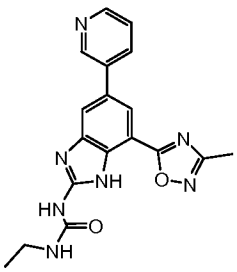

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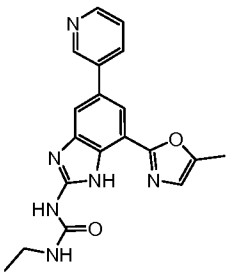
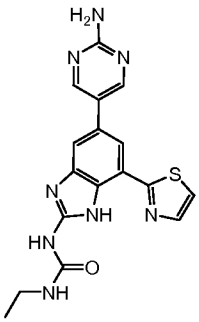
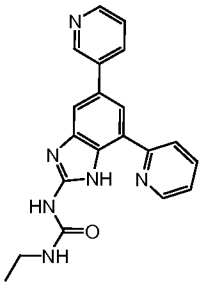


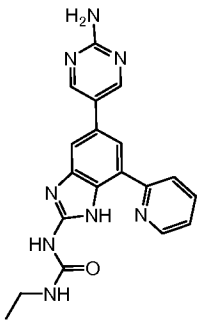
I-25



I-26



I-28



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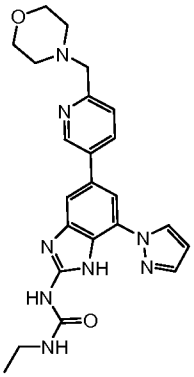

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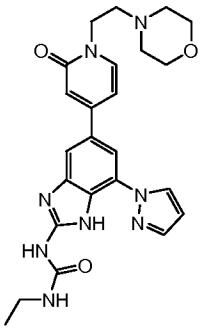

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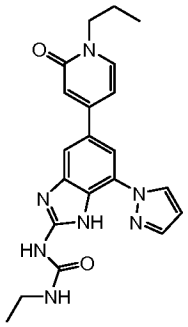

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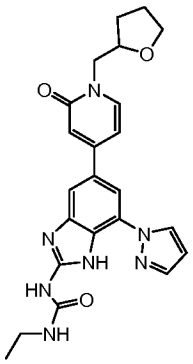

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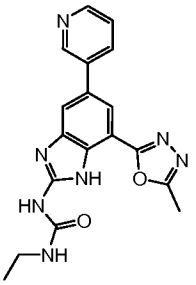

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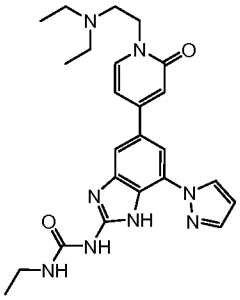

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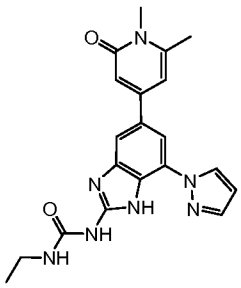

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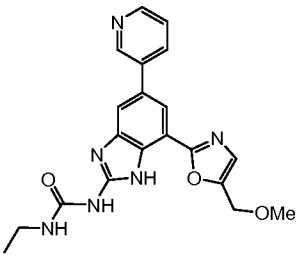

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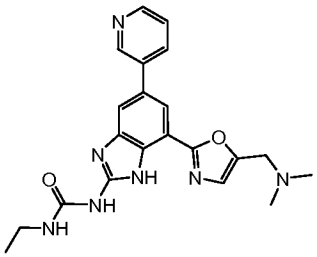

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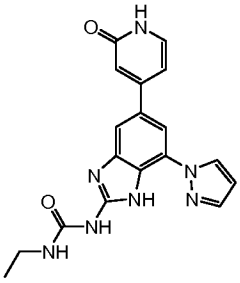

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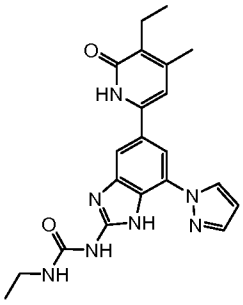

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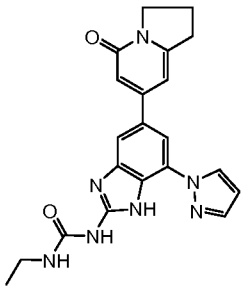

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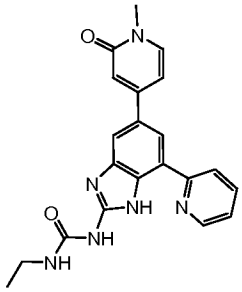

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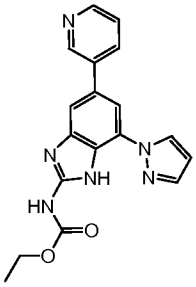

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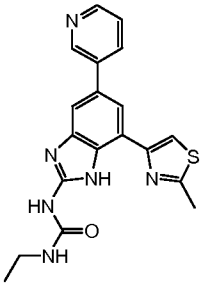

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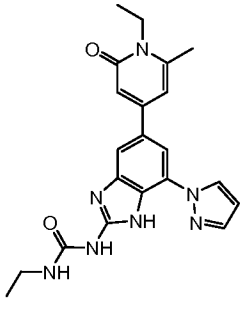

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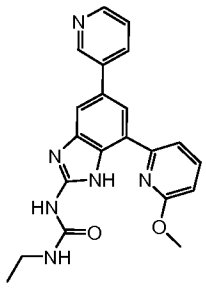

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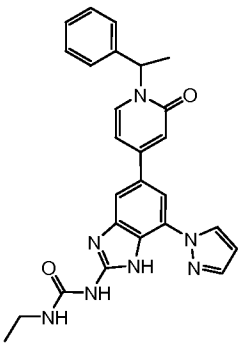
I-50

I-51

I-52



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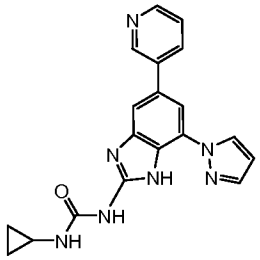

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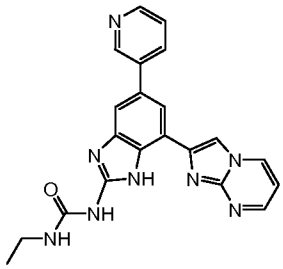

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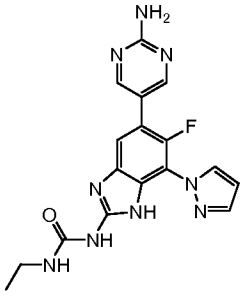

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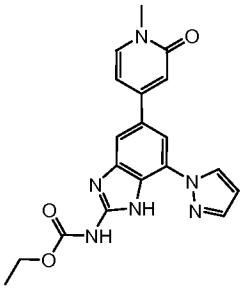

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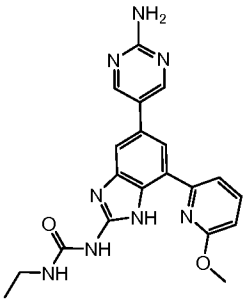

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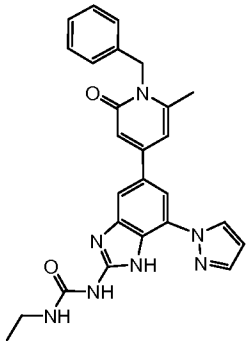

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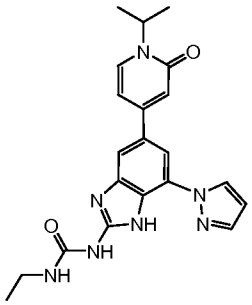

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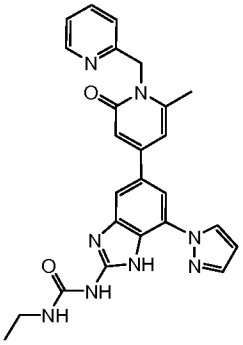

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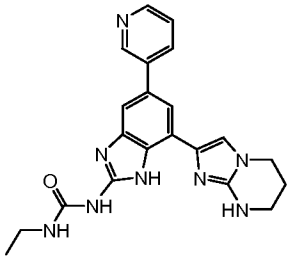

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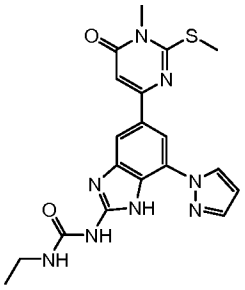

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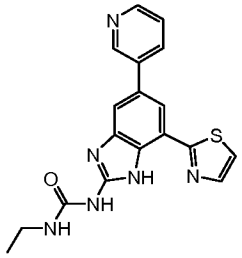

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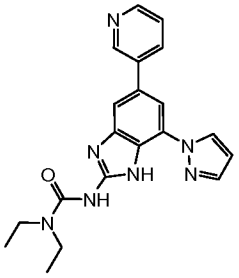

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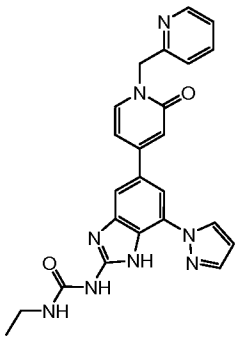

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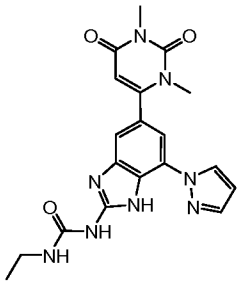

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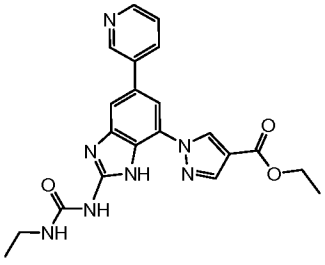

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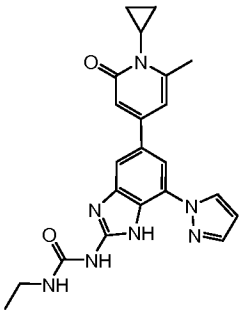

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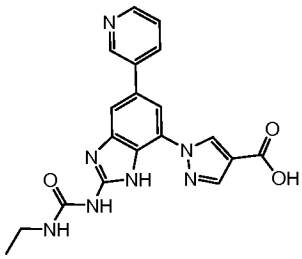

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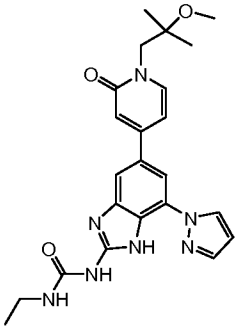

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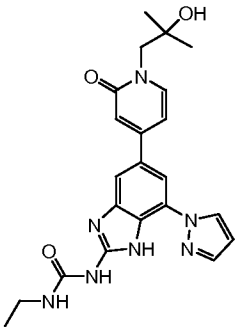

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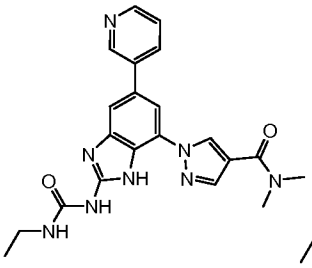

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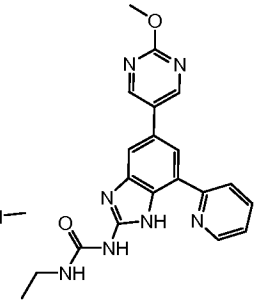

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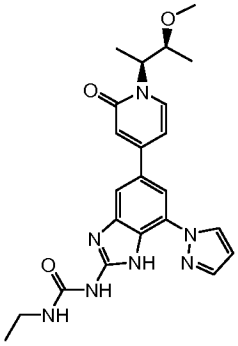

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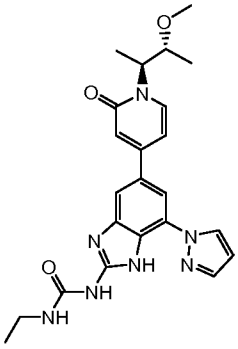

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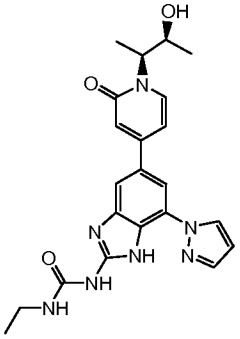

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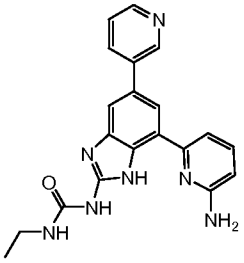

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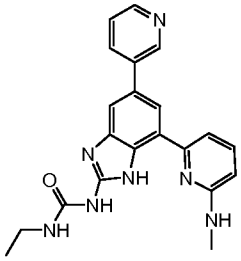

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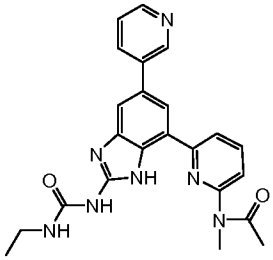

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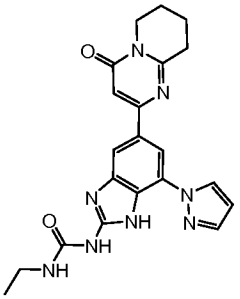

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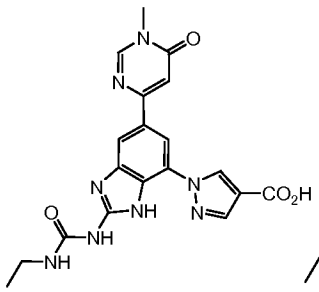

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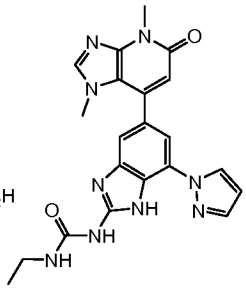

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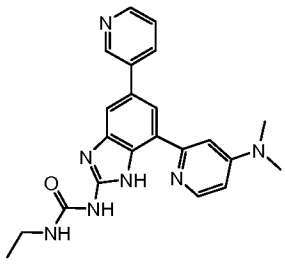

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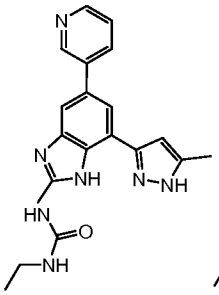

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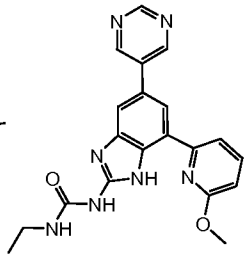

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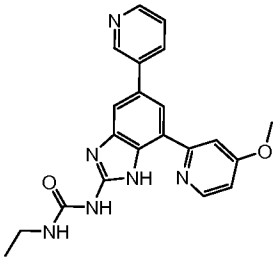

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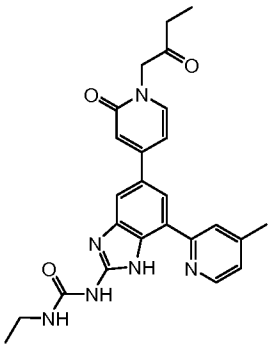

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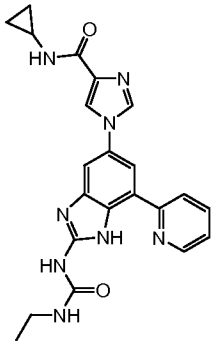

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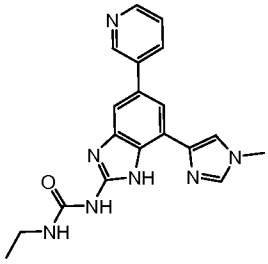

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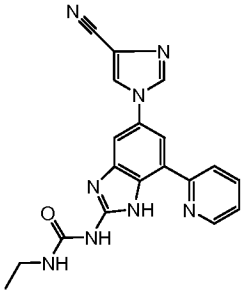
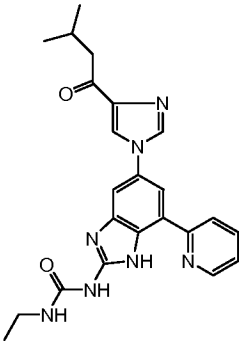
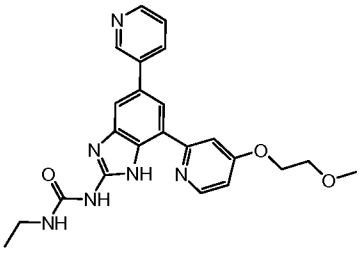


I-93



I-94



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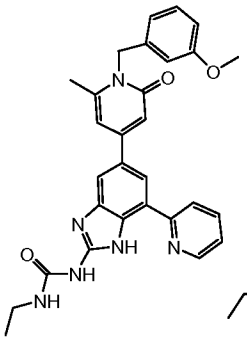

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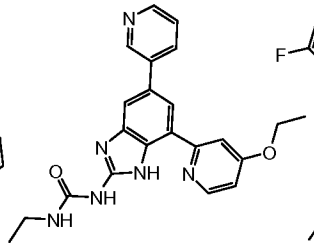

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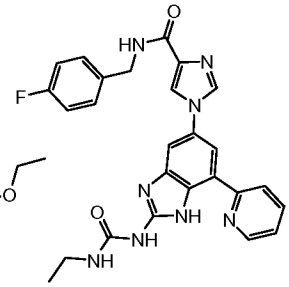

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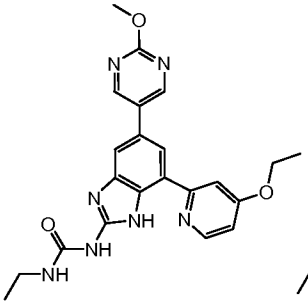

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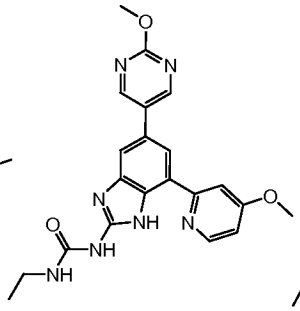

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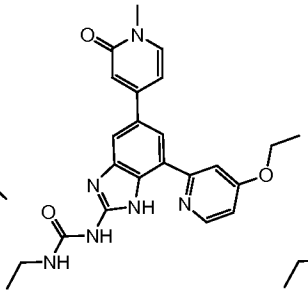

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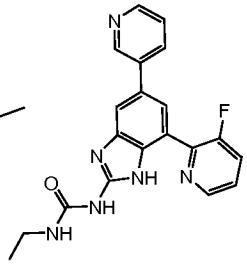

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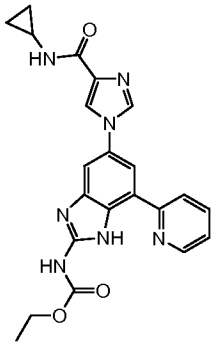

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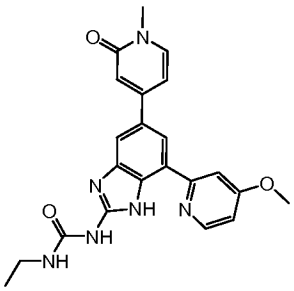

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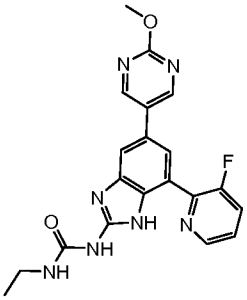

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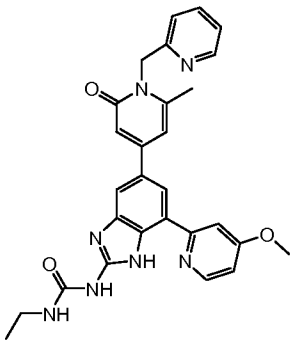

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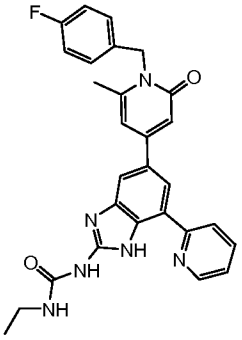

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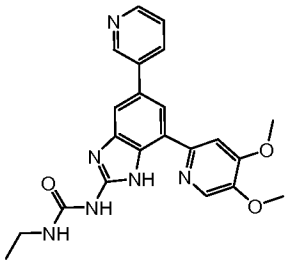

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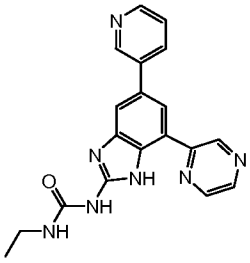

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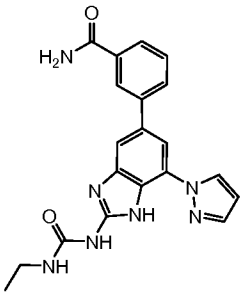

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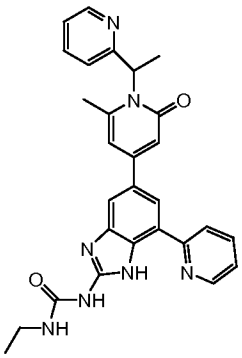

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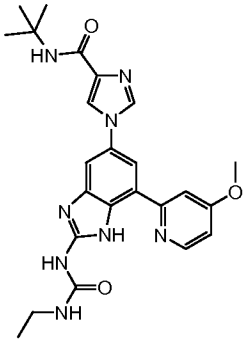

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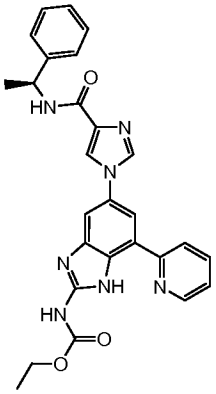

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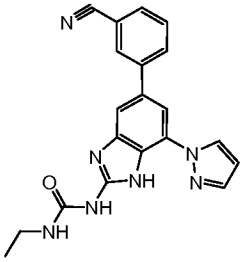

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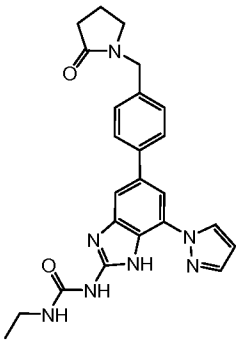

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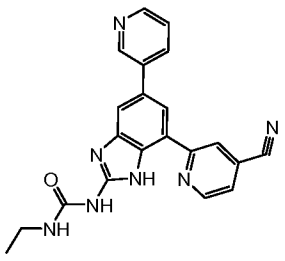

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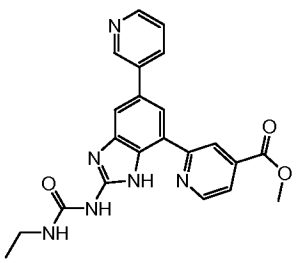

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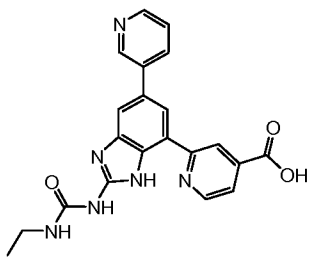

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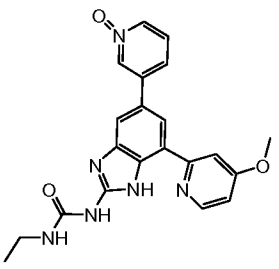

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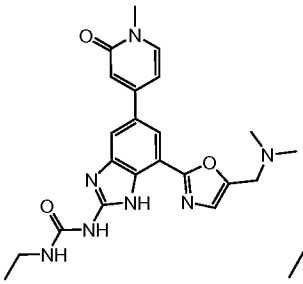

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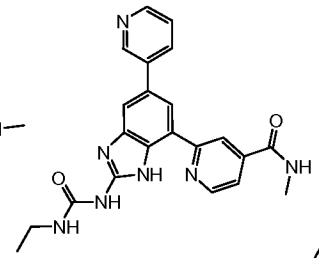

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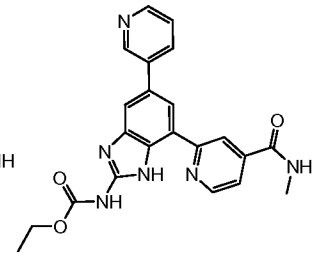

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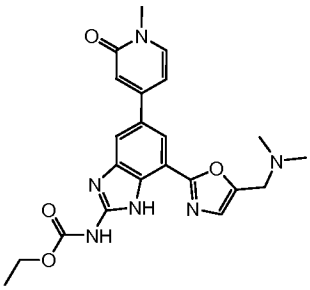

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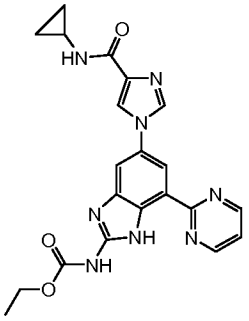

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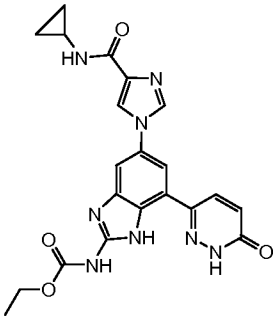

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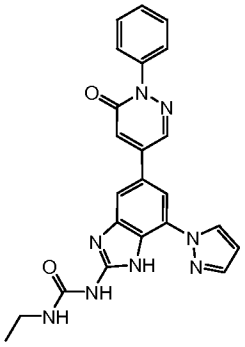

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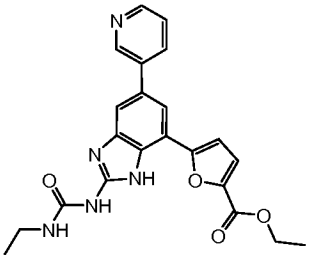

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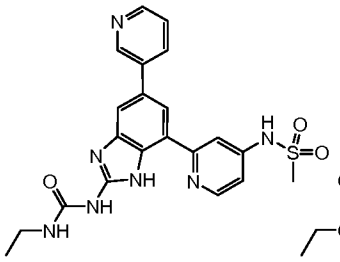

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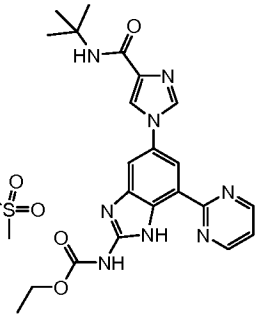

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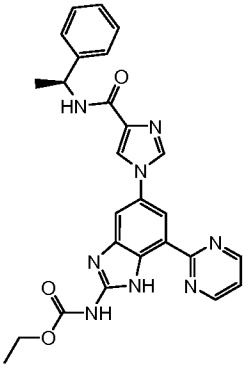

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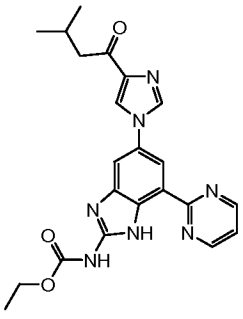

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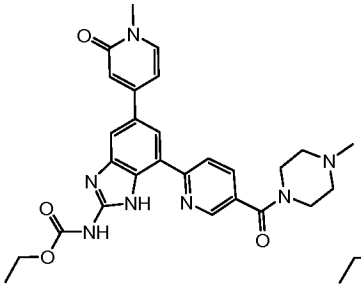

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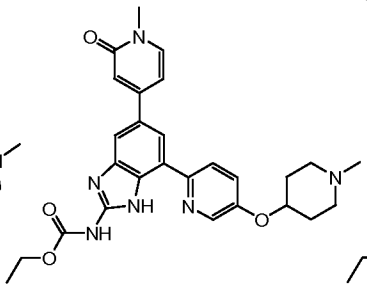

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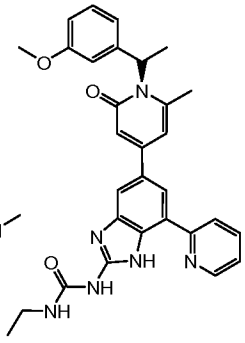

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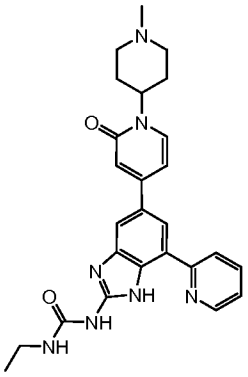

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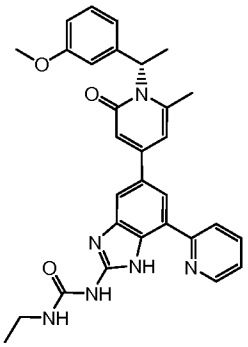

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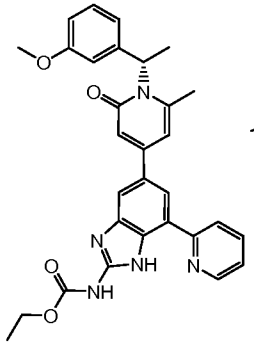

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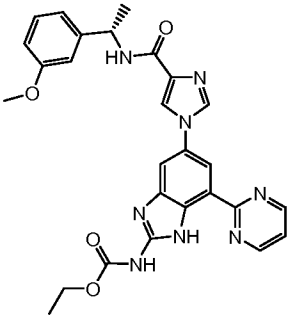

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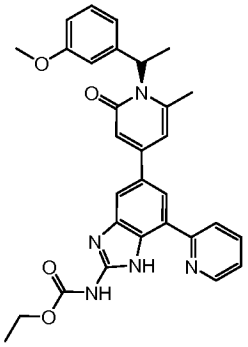

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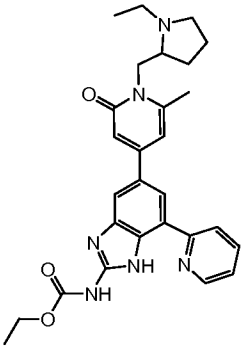

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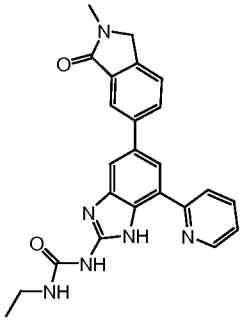

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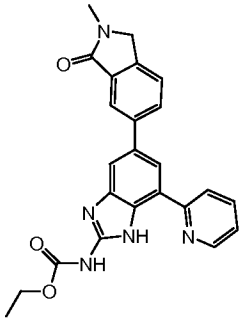

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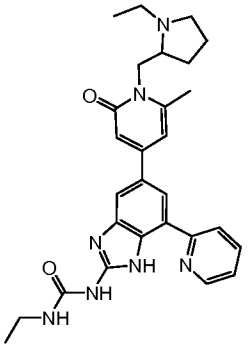

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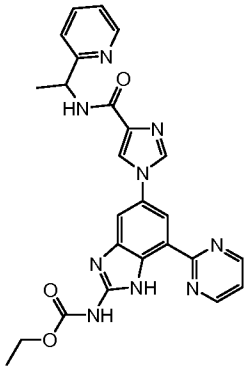

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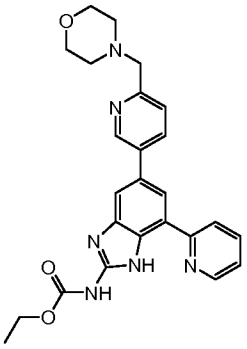

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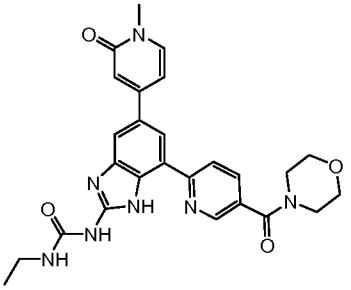

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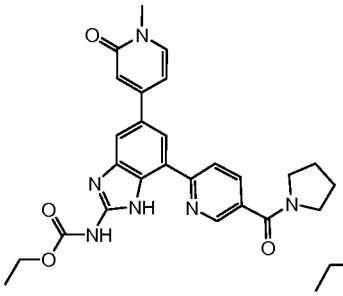

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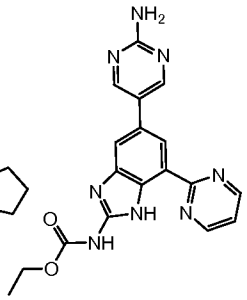

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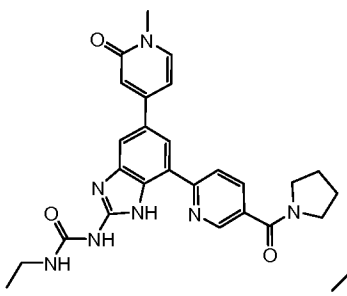

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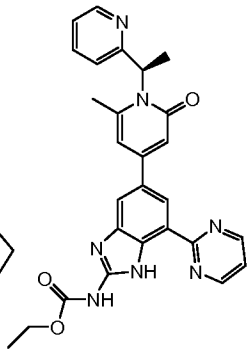
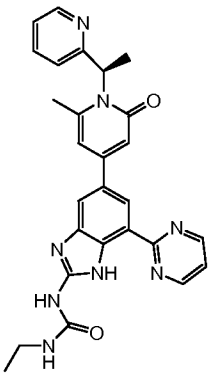
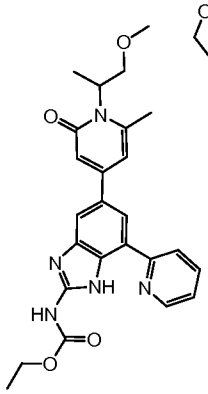


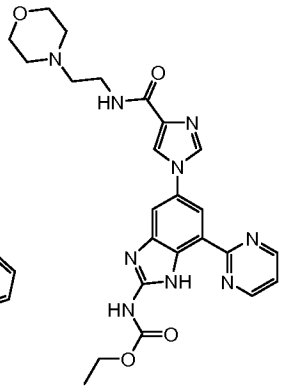
I-150



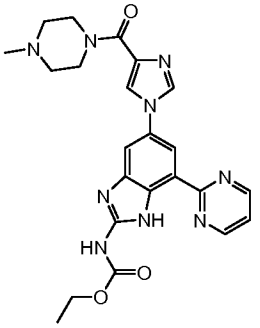
I-151



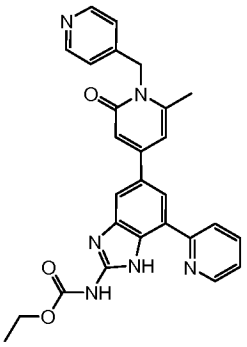
I-152



I-153



I-154



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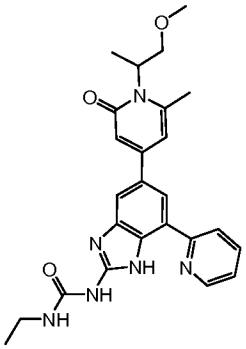
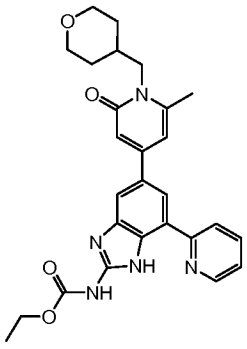
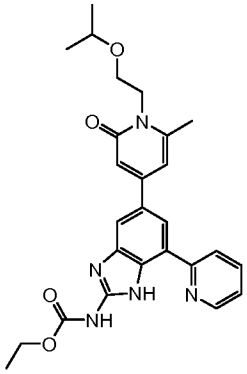


I-156



I-157



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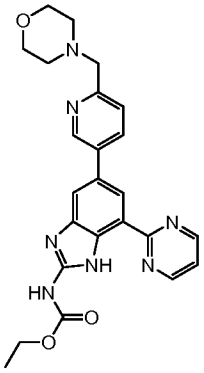

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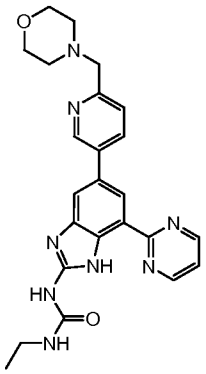

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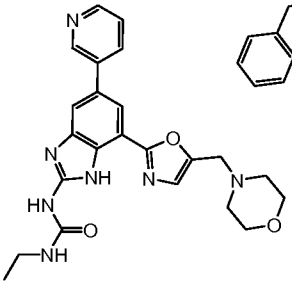
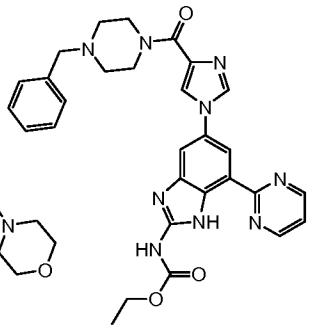
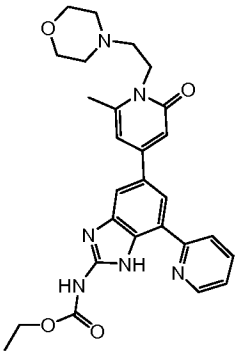
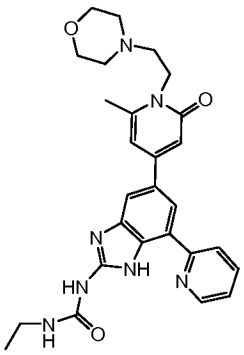


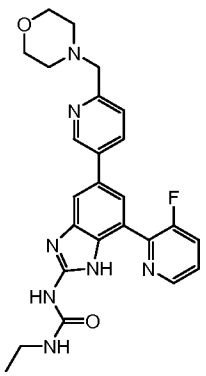
I-161

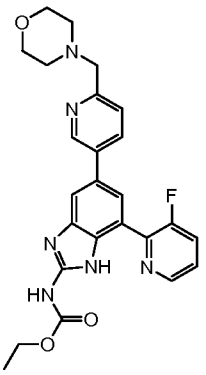


I-162









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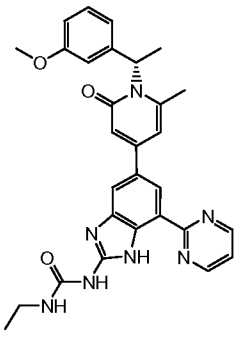

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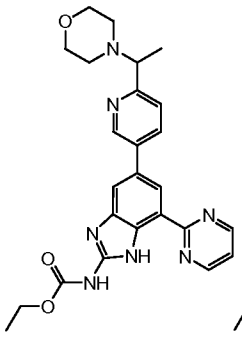

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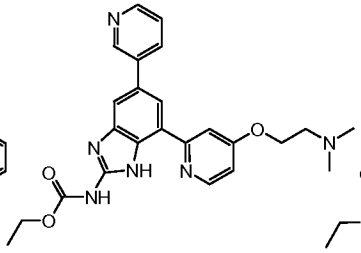

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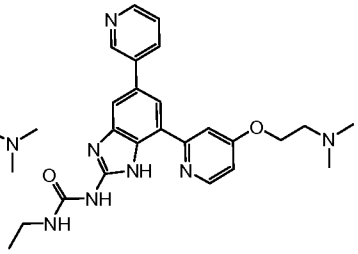

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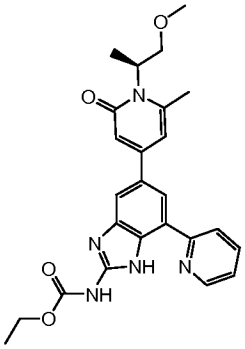

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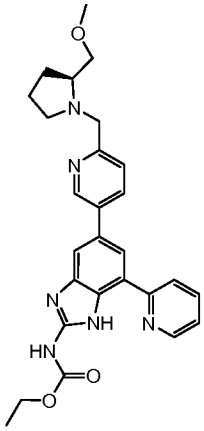

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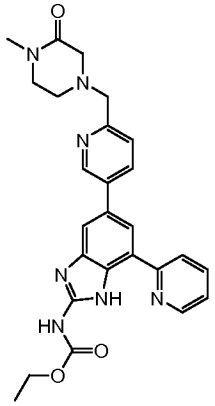

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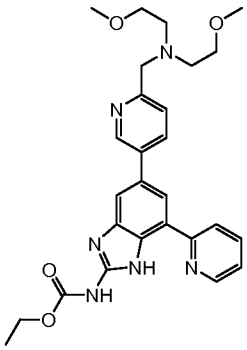

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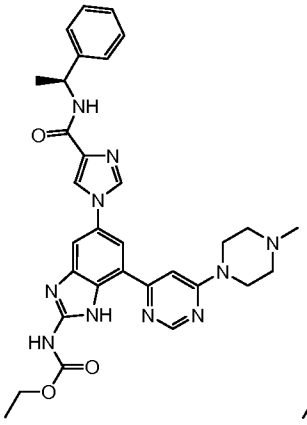

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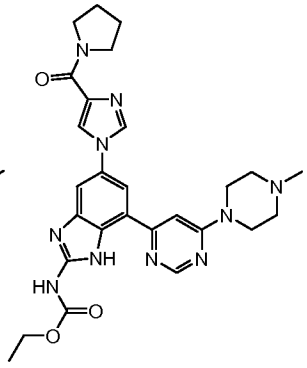

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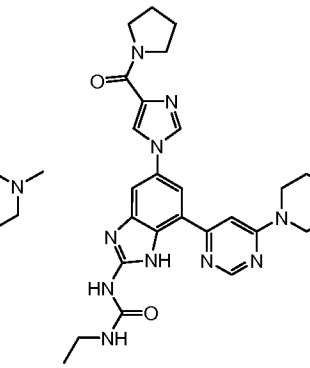

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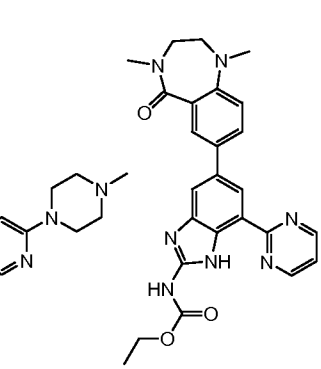

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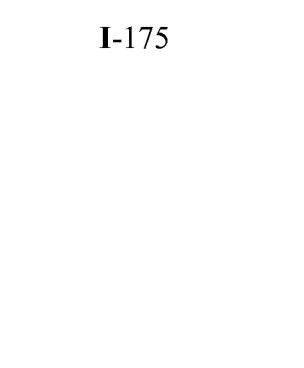

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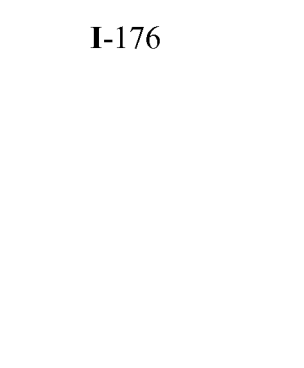
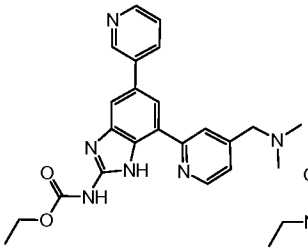


I-177

I-178



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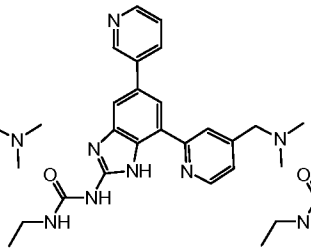

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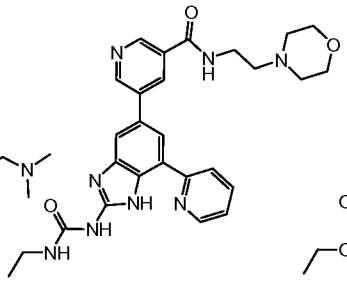

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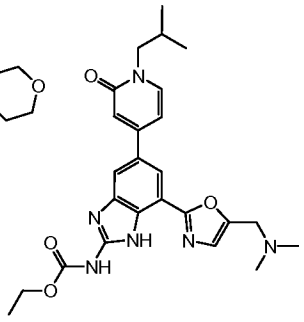

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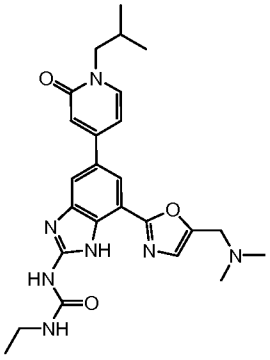

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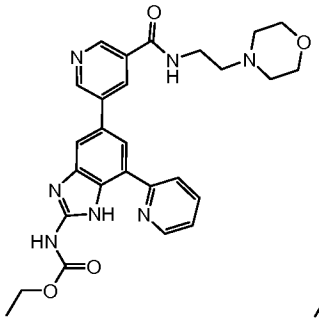

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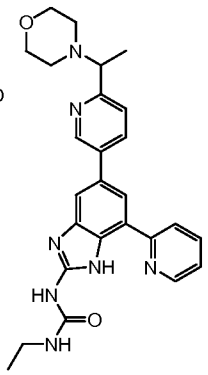

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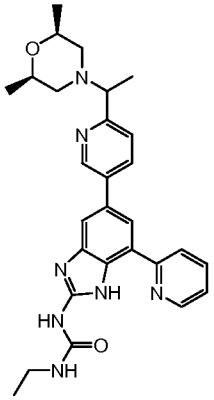
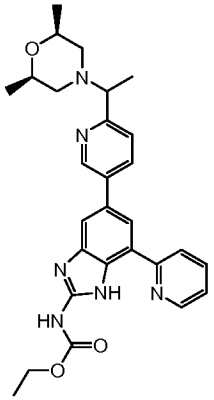
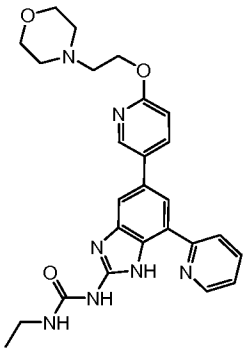


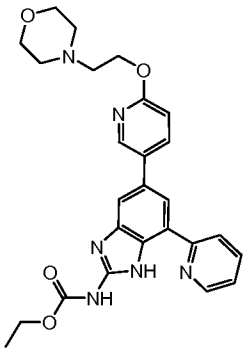
I-186



I-187



I-188



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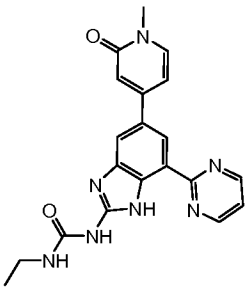

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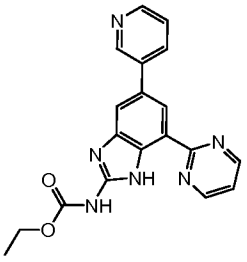

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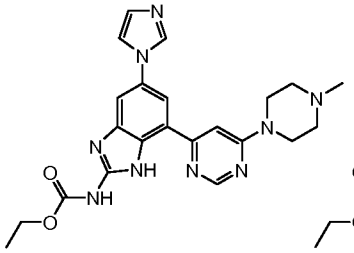

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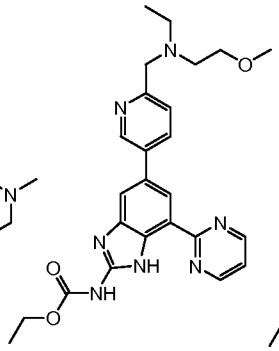

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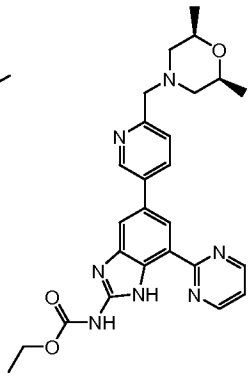

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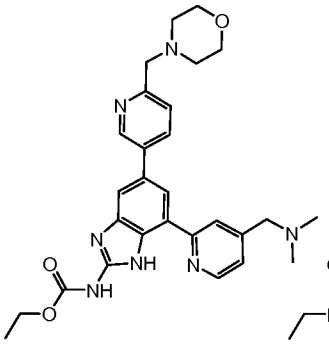

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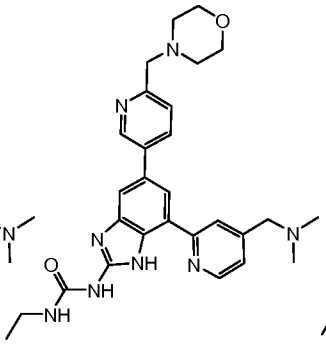

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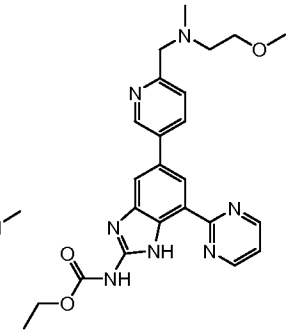

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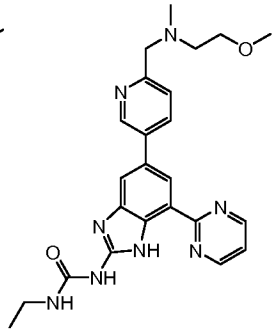
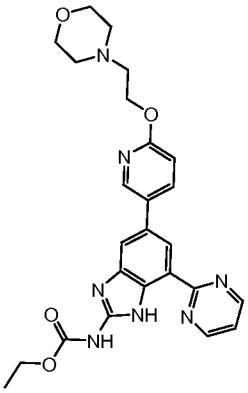
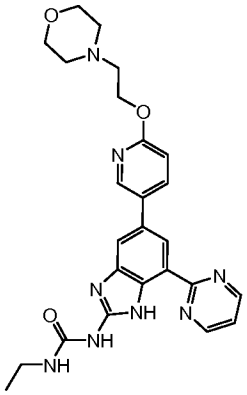


I-198



I-199



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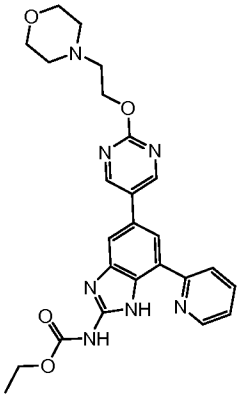
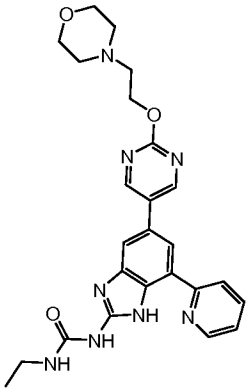


I-201



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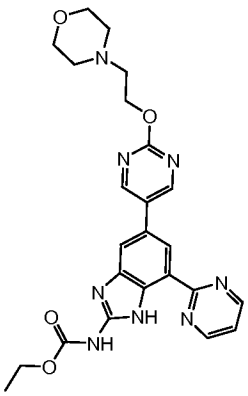
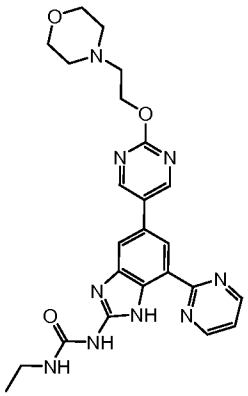
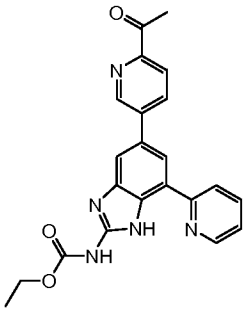


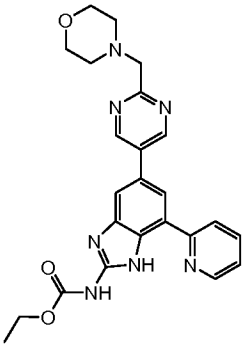
I-203



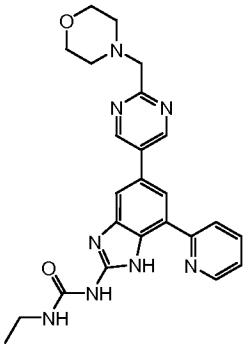
I-204



I-205



I-206



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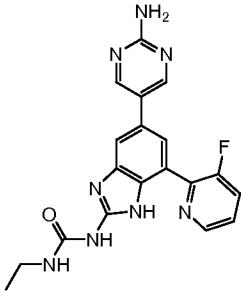

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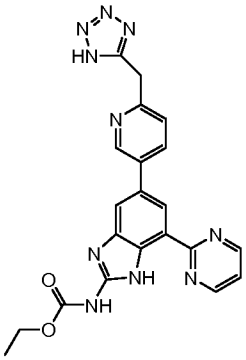

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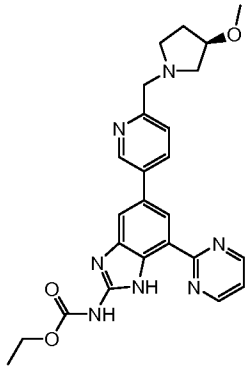

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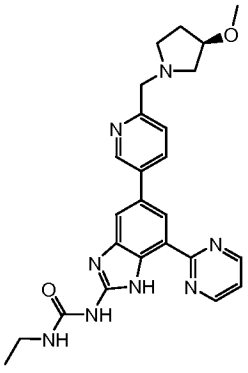

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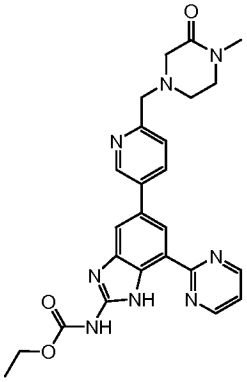

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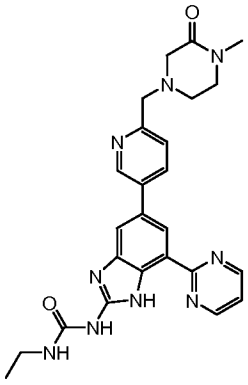

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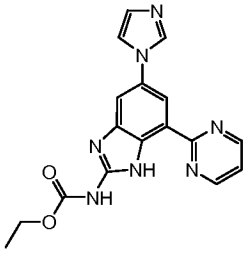

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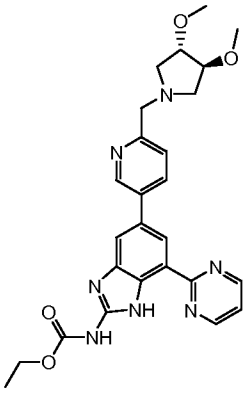

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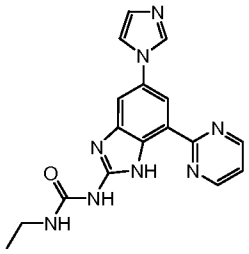

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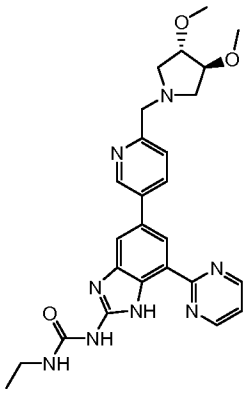

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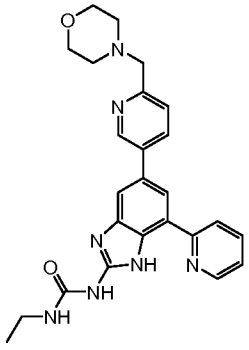

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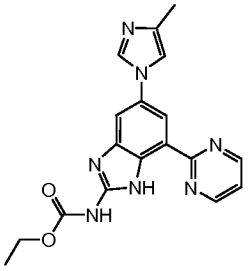

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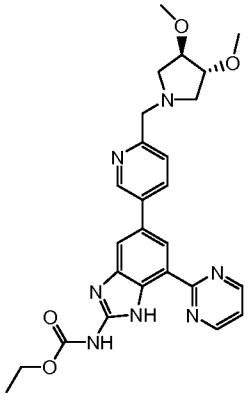

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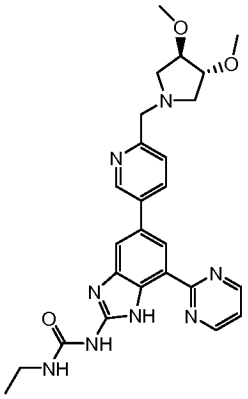

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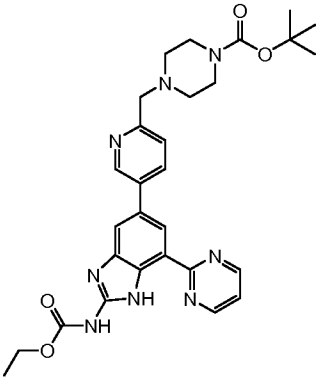

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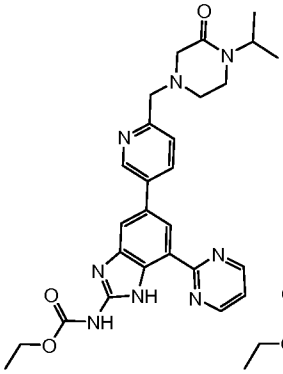

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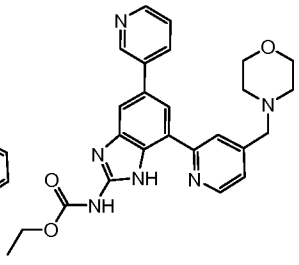

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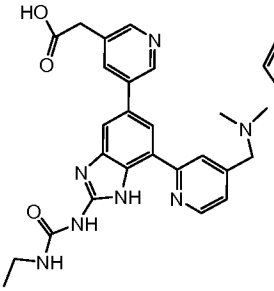

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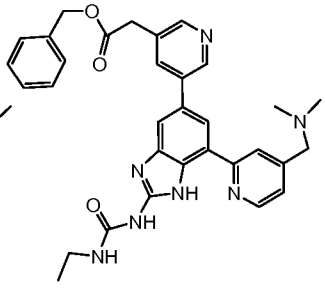

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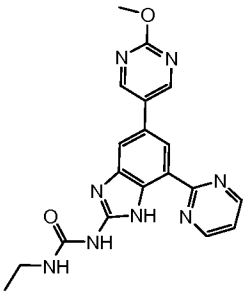

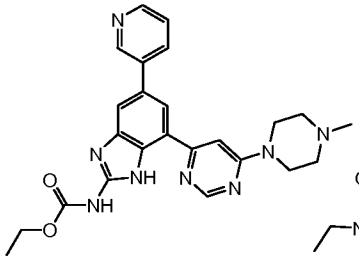

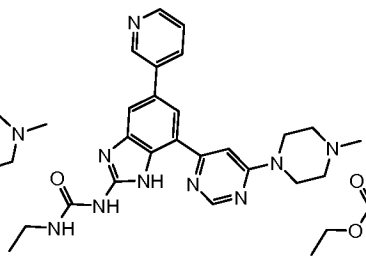

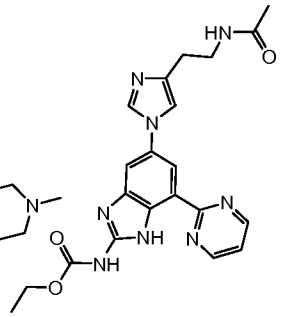

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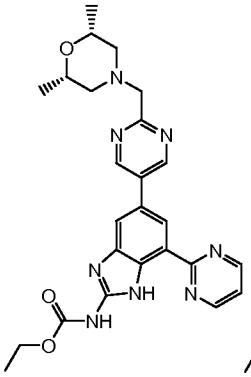

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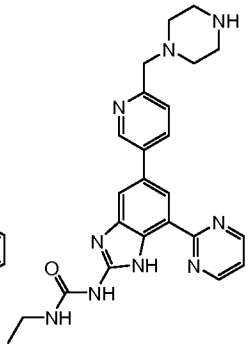

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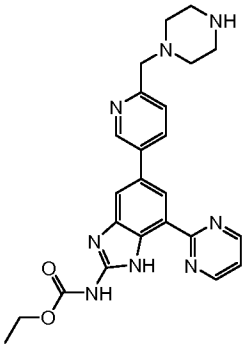

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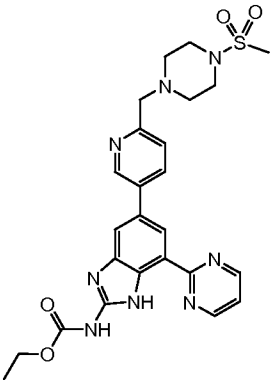

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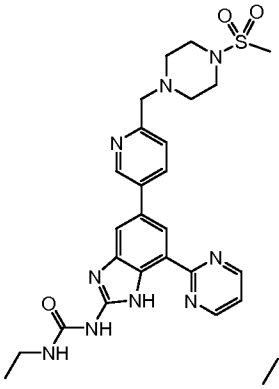

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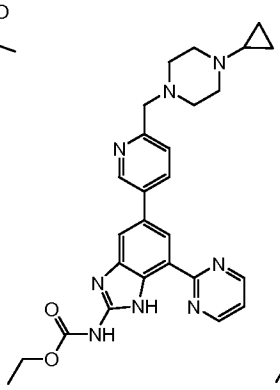

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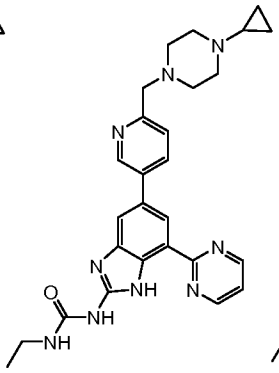

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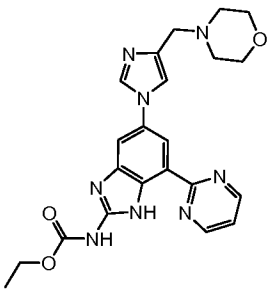

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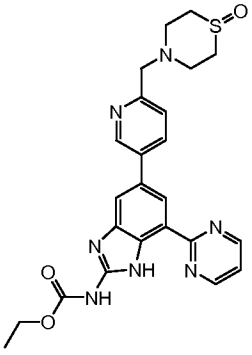

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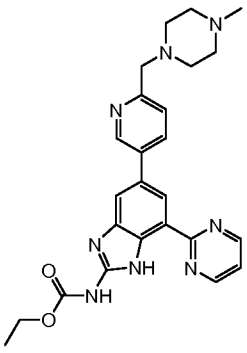

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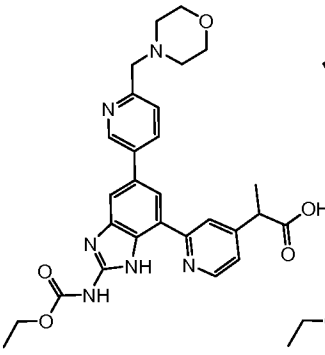

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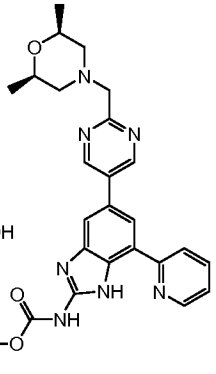

I-239

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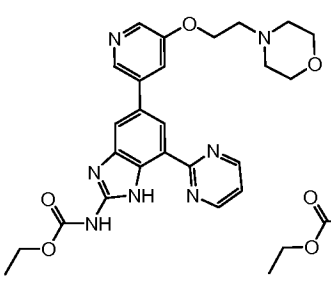
I-242



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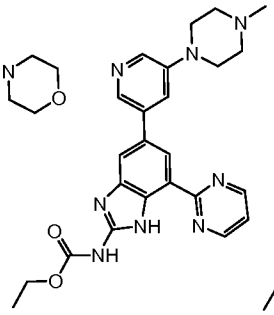

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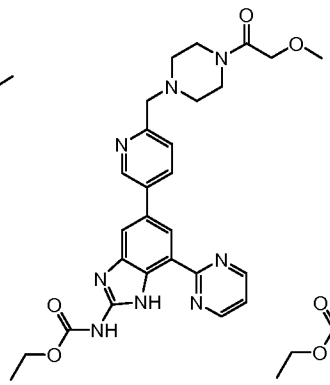

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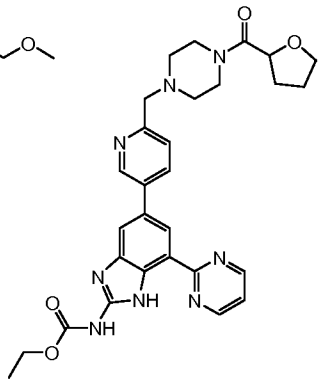

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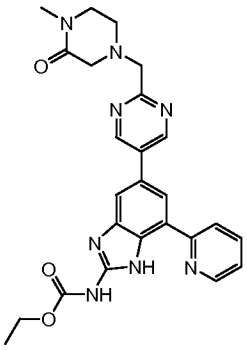

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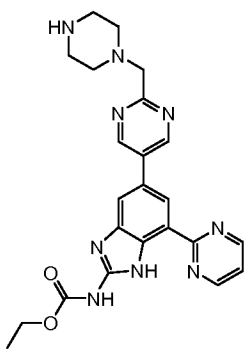

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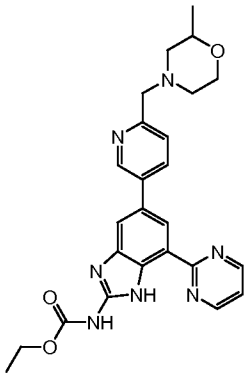

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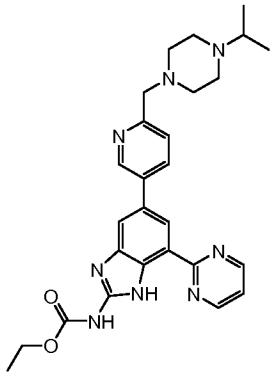

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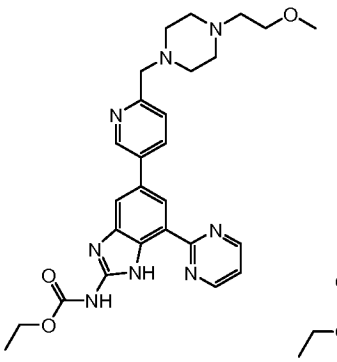

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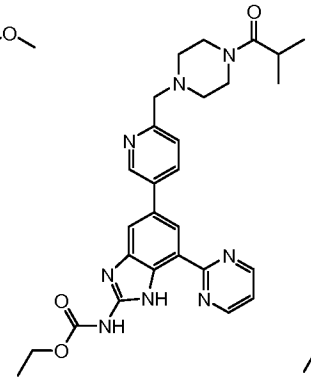

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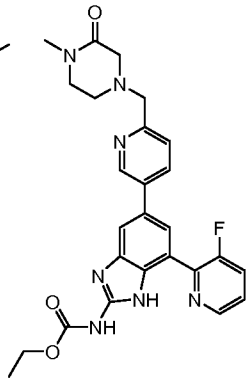

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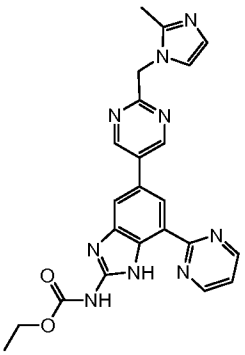

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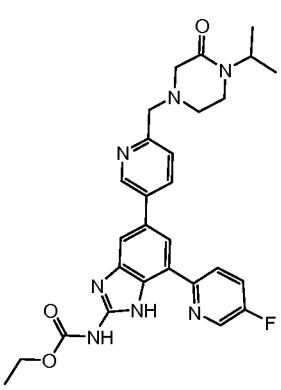

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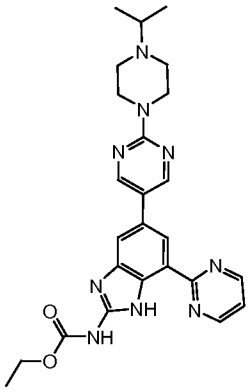

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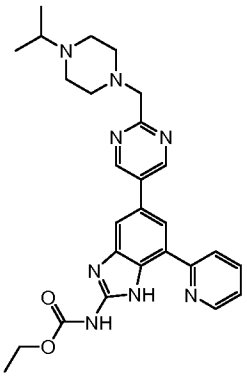

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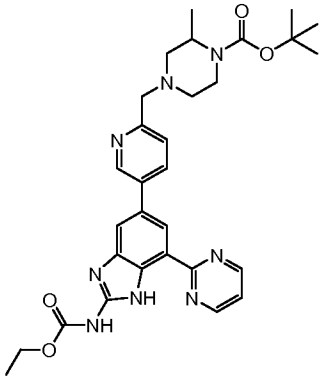

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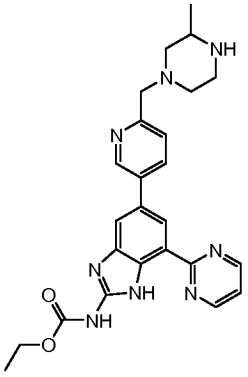

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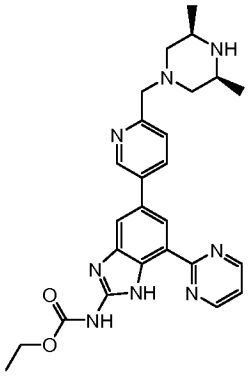

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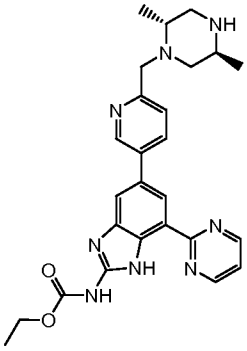

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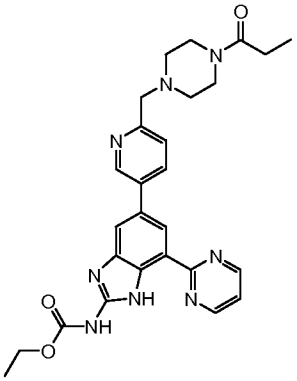

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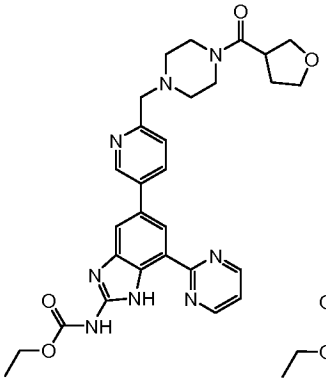

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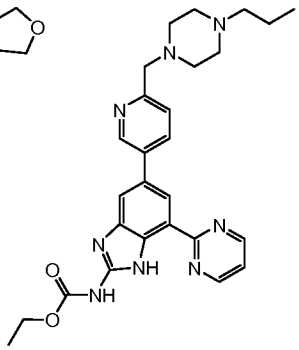

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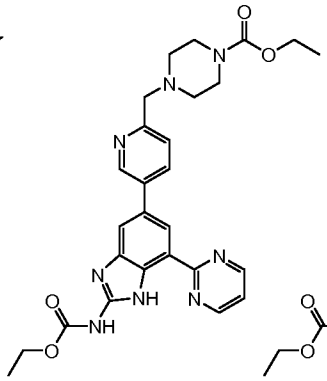

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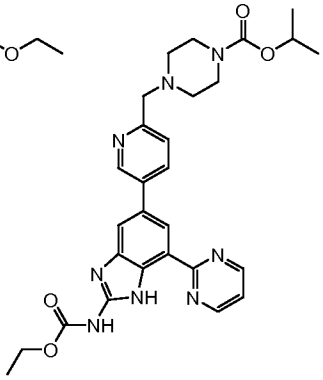

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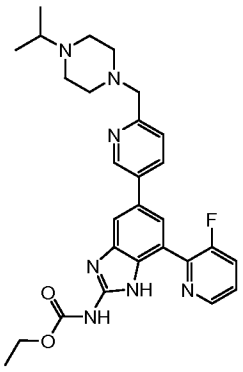

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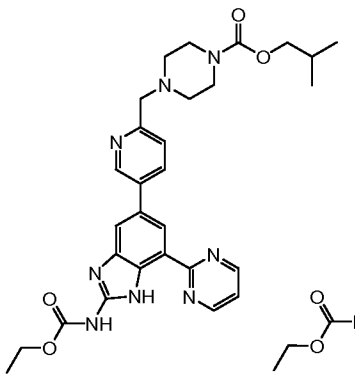

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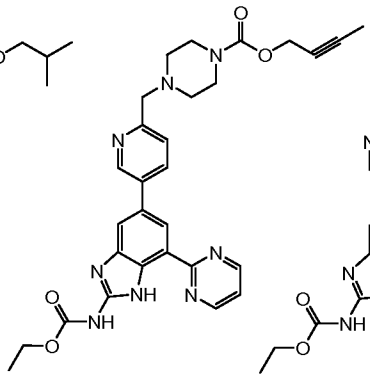

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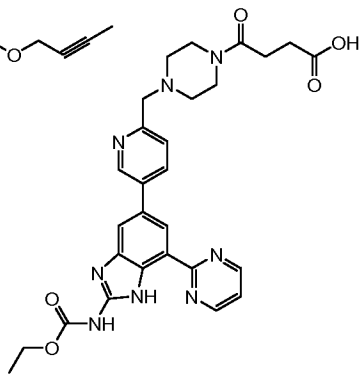

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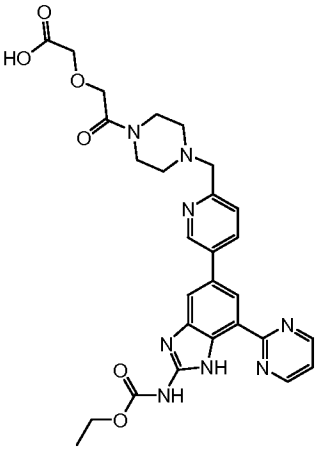

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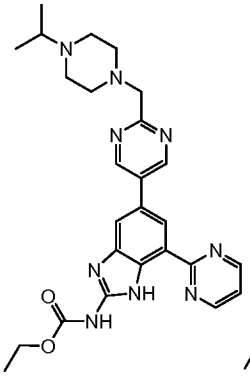

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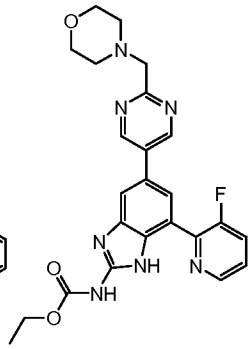

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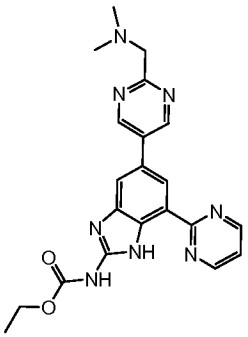

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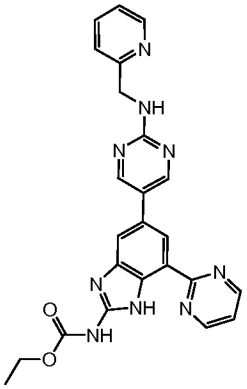

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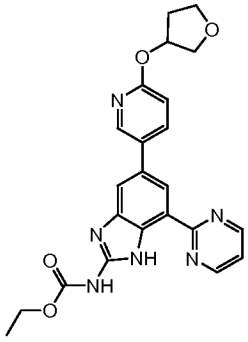

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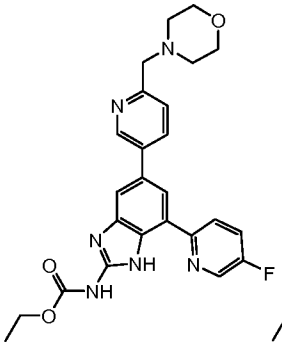

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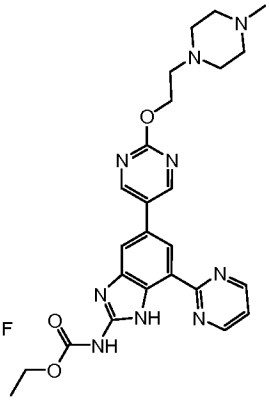

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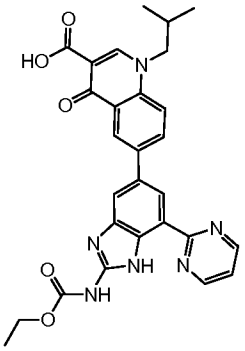

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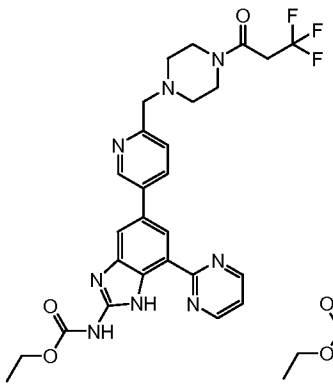

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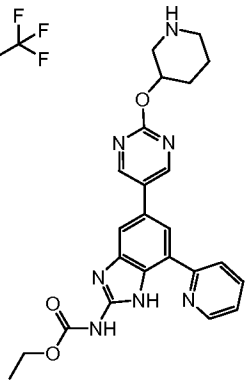

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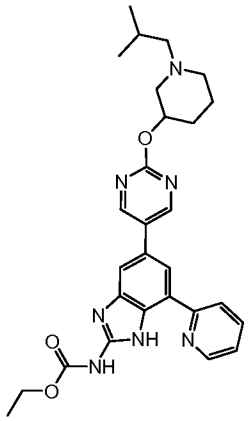

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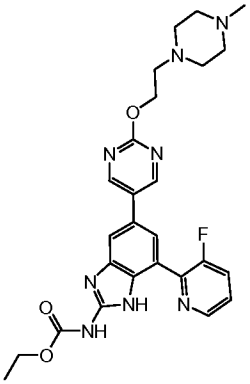

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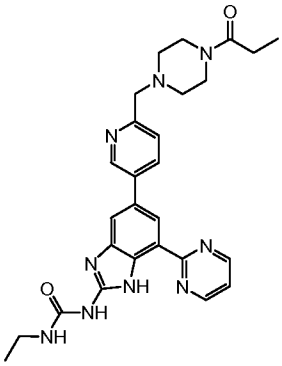

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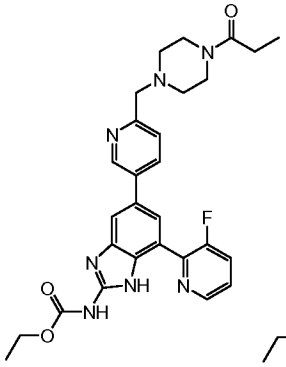

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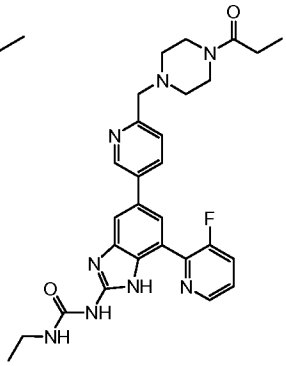

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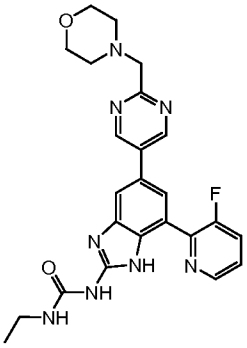

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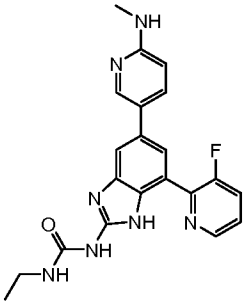

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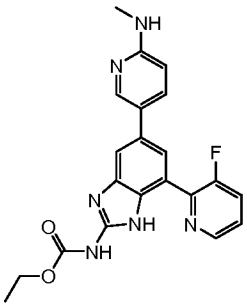

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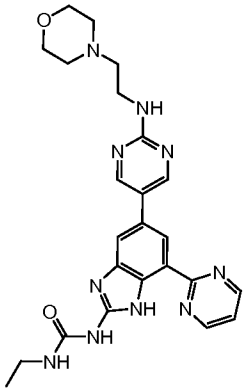

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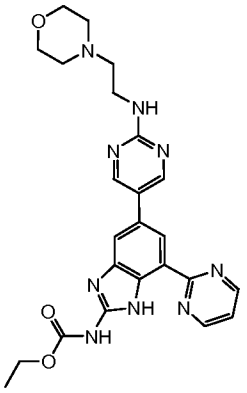

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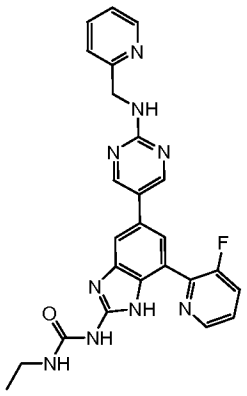

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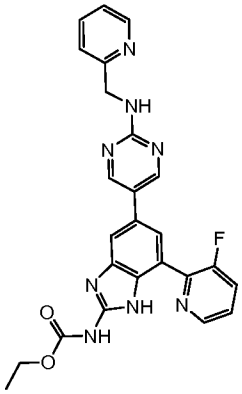

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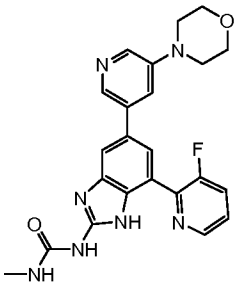

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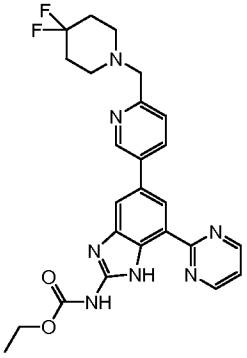

and **I**-295.

21. (Currently amended) A composition comprising a compound according to claim 1 or claim 20, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

22-25. (Canceled)

26. (Currently amended) A method of decreasing *Staphylococcus aureus*, *Enterococcus faecalis*, or *Streptococcus pneumoniae* bacterial quantity in a patient, comprising the step of administering to said patient:

a) a composition according to claim 21; or

b) a compound according to claim 1.

27. (Canceled)

28. (Currently amended) A method of treating or lessening the severity of a *Staphylococcus aureus*, *Enterococcus faecalis*, or *Streptococcus pneumoniae* bacterial infection in a patient, comprising the step of administering to said patient:

a) a composition according to claim 21; or

b) a compound according to claim 1~~;~~

~~wherein the bacterial infection to be treated is characterized by the presence of one or more of the following: *Streptococcus pneumoniae*, *Streptococcus pyogenes*, *Enterococcus faecalis*, *Enterococcus faecium*, *Staphylococcus aureus*, *Coag. Neg. Staph*, *Bacillus anthracis*, or *Staphylococcus epidermidis*~~.

29. (Original) The method according to claim 28, wherein the bacterial infection to be treated is selected from one or more of the following: a urinary tract infection, a respiratory infection, pneumonia, prostatitis, a skin or soft tissue infection, an intra-abdominal infection, a blood stream infection, or an infection of febrile neutropenic patients.

30-31. (Canceled)

32. (Currently amended) A method of preventing a *Staphylococcus aureus*, *Enterococcus faecalis*, or *Streptococcus pneumoniae* bacterial infection in a patient, comprising the step of administering to said patient:

a) a composition according to claim 21; or

b) a compound according to claim 1~~;~~

~~wherein the bacterial infection to be prevented is characterized by one or more of the following organisms: *Streptococcus pneumoniae*, *Streptococcus pyogenes*, *Enterococcus faecalis*, *Enterococcus faecium*, *Staphylococcus aureus*, *Coag. Neg. Staph*, *Bacillus anthracis*, or *Staphylococcus epidermidis*~~.